

**UNITED STATES DEPARTMENT OF LABOR
OFFICE OF ADMINISTRATIVE LAW JUDGES**

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Office of Administrative Law Judges
San Francisco, Ca

OFFICE OF FEDERAL CONTRACT
COMPLIANCE PROGRAMS, UNITED
STATES DEPARTMENT OF LABOR,

Plaintiff,

Case No.: 2017-OFC-00004

v.

GOOGLE INC.,

Defendant.

**DECLARATION OF FRANK WAGNER IN SUPPORT OF DEFENDANT'S MOTION
FOR PROTECTIVE ORDER AND TO SEAL EXHIBITS**

I, Frank Wagner, declare:

1. I have personal knowledge of the facts set forth below and, if called as a witness, can competently testify to them. I am Vice President, Compensation at Google Inc. ("Google").
2. I have reviewed Defendant's Exhibit 110 in this matter. I have also reviewed Plaintiff's Exhibits 216, 218, 219, 220, 221, and 222 in this matter.
3. Defendant's Exhibit 110 contains an August 1, 2016 letter from Google to the Office of Federal Contract Compliance Programs, and numerous enclosures following the letter. The enclosures are all confidential and proprietary Google documents relating to employee compensation, evaluation, and related topics.
4. For example, pages 51-53 of Exhibit 110 contain a confidential and proprietary summary of Google compensation policies. Pages 94-110 contain a confidential and proprietary training document for employees relating to performance evaluation. Pages 270-297 contain a

confidential and proprietary resource document to guide managers when they evaluate employees.

5. Plaintiff's Exhibits 216, 218, 219, 220, 221, and 222 consist entirely of proprietary and confidential documents relating to employee compensation, evaluation, and related topics, similar to those in Defendant's Exhibit 110. In fact, some of the documents in these Plaintiff's Exhibits are identical to documents contained in Defendant's Exhibit 110. For example, the first three pages of Plaintiff's Exhibit 216 are identical to pages 51-53 of Defendant's Exhibit 110.

6. The documents in Plaintiff's Exhibits 216, 218, 219, 220, 221, and 222 that do not overlap with Defendant's Exhibit 110 are also confidential and proprietary documents relating to employee compensation, evaluation, and related topics. For example, Exhibit 219 is a proprietary and confidential Google document describing an internal Google website used to display compensation information for employees. Exhibit 220 is a proprietary and confidential document describing a method for calculating employee compensation.

7. All of the enclosures in Defendant's Exhibit 110, as well as Plaintiff's Exhibits 216, 218, 219, 220, 221, and 222 are kept confidential at Google. Google maintains safeguards to ensure such documents are not publicly disclosed. This includes requiring employees to sign confidentiality and non-disclosure agreements, protecting some documents with passwords, and maintaining secure document management systems. Google takes pains to protect its information from disclosure, as competitors would derive value from knowing Google's systems and thought processes with regard to the evaluation and compensation of its employees.

8. Employee compensation and evaluation are deeply important to Google's success. Google has invested significant resources into developing its compensation and evaluation policies, trainings, and systems. All of the Google documents in Defendant's Exhibit 110 and Plaintiff's Exhibits 216, 218, 219, 220, 221, and 222 are the product of years of work by Google's human resources, compensation, and/or engineering staff. Google engages in these efforts to attract the best talent possible in a competitive job market. Google's considerable

investment in compensation and evaluation policies and systems is a key reason why Google has been a successful technology company for many years.

9. If the Google documents in Defendant's Exhibit 110 and Plaintiff's Exhibits 216, 218, 219, 220, 221, and 222 were disclosed to the public, Google would lose some of its competitive edge with respect to peer employers. Google's competitors would have access to confidential and proprietary information on how Google compensates, evaluates, attracts, and retains employees, which Google created through considerable expense and effort over many years. Such disclosure would impair Google's ability to attract and retain employees.

I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

Dated: 4/6/2017

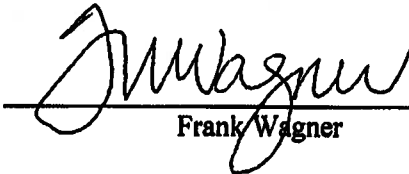

Frank Wagner

EXHIBIT A

Raimundo Declaration in Support of Google's Motion for
Protective Order and to Seal Exhibits